



OCEANIA SHOOTING FEDERATION (“OSF”)

CONSTITUTION

Incorporated Society No. A0108453Y

Adopted at the General Assembly
on 2 November 2019

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OCEANIA SHOOTING FEDERATION

CONSTITUTION

PART I – NAME, OBJECTS AND POWERS

1. Name

- 1.1 The name of the organisation is Oceania Shooting Federation (**OSF**) or any other name as decided by the Board.

2. Status

OSF is a Continental Confederation recognised by the ISSF. OSF may be recognised by other international governing bodies in the future.

3. Registered Office and Headquarters

- 3.1 The registered office and headquarters of OSF shall be at such place(s) as decided by the Board from time to time.
- 3.2 OSF may have offices at any one or more locations in Oceania as decided by the Board from time to time.

4. Purposes

- 4.1 The purposes for which OSF is established are to:
- (a) Advocate, promote, develop, enhance and protect ISSF and Non-ISSF Shooting Sports in the Oceania region;
 - (b) Represent the Oceania region Internationally;
 - (c) foster the growth and development of Shooting Sports in Oceania including by:
 - (i) establishing permanent communications between national shooting organisations in Oceania for the exchange of ideas on the development and perfection of Shooting;
 - (ii) organising Continental Championships and competition between members of OSF on a regular basis;
 - (iii) distributing technical rules for the various shooting events, as issued by the ISSF and other recognised controlling bodies;
 - (iv) awarding distinctions to shooters and those who have worked for the development of Shooting;
 - (v) encouraging all efforts to strengthen the comradeship between shooters of different countries based on the love of their country and respect for that of others, thereby creating international confidence and goodwill;
 - (d) delivering programmes including ISSF and Non-ISSF discipline programmes;
 - (e) promoting co-operation and fellowship between Members in Oceania, between the OSF and other Regional Associations and between Members of the OSF, the ISSF and other international governing bodies for the betterment of Shooting Sports in Oceania;
 - (f) maintain recognition from and by the ISSF and other international governing bodies

- (g) Represent the Oceania region at relevant forums and meetings delivered by the ISSF and other international governing bodies;
- (h) uphold and enforce the Rules of Shooting Sports and of ISSF and other international governing bodies;
- (i) promote good governance in, and preserve the ethics, integrity and independence of Shooting Sports; and
- (j) do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of any of these objectives.

5. Powers

- 5.1 Solely for furthering the Purposes in **Rule 4**, and subject to this Constitution OSF, in addition to any other powers it has under its authorising legislation, has the legal capacity and the same powers of a natural person.

PART II - MEMBERSHIP

6. Categories of Members

- 6.1 **Categories:** The Members of OSF shall be:
- (a) Members: as described in **Rule 7 (Full Members)**;
 - (b) Honorary Members: as described in **Rule 8 (Life Members)**.
- 6.2 **Limitation:** A person shall only be entitled to be a Member of OSF in one membership category at any one (1) time.

7. Full Members

- 7.1 **Members:** One (1) national shooting organisation (NSO) from each nation may be admitted as a Full member of OSF. The application for membership shall be made in writing to the Secretary. The organisation applying for membership shall:
- (a) provide full details of the organisation and its governing committee members;
 - (b) submit two (2) copies of its constitution; and
 - (c) submit a declaration from its National Olympic Committee or relevant Government body where the NSO does not have a recognised National Olympic Committee stating that the organisation is recognised as a governing body for one or more activities in the shooting sport; and
 - (d) comply in every respect to the constitutions of the OSF and/or any other relevant international governing body.
- 7.2 **Acceptance:** Acceptance of membership is determined by majority vote of the Executive Committee. If the application for membership is denied, re-application may be made directly to the General Assembly, where acceptance of membership shall be determined by majority vote. All applications are reported to the General Assembly.
- 7.3 **Rights:** A Member is entitled to, subject to **Rule 12.2 (Default in Payments)**:
- (a) attend, speak, propose motions and vote at General Assemblies under **Rule 17 (Voting at General Assemblies)**; and
 - (b) vote on Urgent Resolutions under **Rule 20 (Urgent Resolutions of Members)**;

provided that the Member has been a Member for at least three (3) months immediately prior to the General Assembly or the Urgent Resolution, as applicable; and

(c) nominate persons for the Executive Committee.

7.4 **Membership term:** Subject to **Rule 27 (Resignation, Suspension & Termination of Membership)**, the duration of membership for Full Members is two (2) years (or any part of the two (2) year period during which the country organisation becomes a Full Member).

7.5 **Membership renewal:** Each Member of OSF must renew its membership with OSF, including paying the two (2) year fee, in the manner and time prescribed by the Executive Committee, in order to remain a Member.

Other benefits: Other benefits of membership including participation in programs of OSF shall be as determined by the Executive Committee from time to time. A listing of current (financial) nation members of the Oceania Shooting Federation at the time of adoption of this Constitution is at Appendix 1.

7.6

8. Honorary Members

8.1 **Honorary Members:** A General Assembly may appoint persons who have served OSF with distinction or who have otherwise given outstanding service to Shooting Sports in their nation as Honorary Members of OSF.

8.2 **Proposal:** A Member on giving at least three (3) months' notice may propose the appointment of a person as an Honorary Member and if the Members voting at that meeting agree then the appointment shall take effect.

8.3 **Term:** The role of Honorary Member is honorary and continues unless relinquished or revoked at a General Assembly. An Honorary Member has no right to vote at any meeting of OSF.

8.4 **Rights:** An Honorary Member has the right to attend any General Assembly of OSF as an observer and may be granted speaking rights in the discretion of the chairperson.

9. Member Rights & Obligations

9.1 **Effect of Membership:** Members acknowledge and agree that:

- (a) this Constitution constitutes an agreement between each of them and OSF and they are bound by this Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any standards, resolutions, decisions or policies, including (but not limited to) any codes or rules, which may be made or passed by the Board;
- (c) they are subject to the jurisdiction of OSF;
- (d) this Constitution and Regulations are necessary and reasonable for promoting the objects of OSF;
- (e) neither membership of OSF nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over OSF or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of OSF;
 - (iii) subject to OSF acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and

- (f) they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution and the Regulations.

9.2 **Obligations:** In addition to the rights and obligations as a Member under **Rule 9.1**, each Member shall:

- (a) promote and support the Purposes in **Rule 4** and this Constitution;
- (b) provide membership information to OSF as requested by it;
- (c) pay the membership fee or other fees under **Rule 10 (Membership & Other Fees)**; and
- (d) act in good faith and with loyalty to OSF and to each other to ensure the maintenance and enhancement of OSF and its reputation and to do so for the collective and mutual benefit of the Members.

9.3 **Relationship with ISSF and other international governing bodies (Non-ISSF) rules:** OSF and Members acknowledge and agree that the membership rules of ISSF and Non-ISSF from time to time in so far as they are consistent with this Constitution shall also apply to Members of OSF. If such ISSF and Non-ISSF rules are inconsistent with this Constitution, this Constitution takes precedence.

10. Membership & Other Fees

- 10.1 **Membership Fee:** Unless otherwise determined by the Executive Committee, Members shall pay a membership fee. The OSF Executive may consider on a case by case basis, circumstances that may warrant a fee reduction. All Membership fees including any proposed fee reductions may be proposed by the Executive Committee for approval by the General Assembly.
- 10.2 **Other Fees:** The Executive Committee may propose for General Assembly approval any other reasonable fees, levies or payments to be paid by Members in addition to those specified in **Rule 10.1 (Membership Fee)**.

11. Register of Members

- 11.1 **Register:** OSF shall keep and maintain a Register in which shall be entered the full name, address, type of membership, the date of entry of each Member and any other details about each Member as reasonably required by the Executive Committee or required by any applicable law.
- 11.2 **Changes:** All Members shall provide written notice of any change to their details in **Rule 11.1 (Register)** to OSF as soon as reasonably practicable after such change occurring.
- 11.3 **Privacy:** Where OSF collects, stores and uses personal information from individuals for the Register, it shall seek the consent of the individual(s) concerned and at all times comply with relevant privacy laws.
- 11.4 **Inspection:** Any Member's entry on the Register shall be available for inspection by that Member, OSF staff and Directors in accordance with relevant privacy laws, upon reasonable request made to the Secretary. Any such request for inspection and inspection must be made in good faith and for a proper purpose.

PART III – GOVERNANCE

12. Executive Committee Role, Composition & Membership

- 12.1 **Role of the Executive Committee:** The Executive Committee is responsible for governing OSF and, subject to this Constitution, may exercise all the powers of OSF and do all things that are not expressly required to be undertaken at a General Assembly.
- 12.2 **Membership of the Executive Committee:** The Executive Committee shall comprise up to five (5) people as follows:
 - (a) President;

- (b) Vice President representing and familiar with Olympic/ISSF programs and events;
- (c) Vice-President representing and familiar with Non-Olympic/Non-ISSF programs and events;
- (d) Treasurer; and
- (e) Secretary;

All of whom will be elected under **Rule 12.3(Election of Board)**.

Executive Committee Member Responsibilities

The **President** shall fulfil the following functions:-

- (a) Represent OSF as the official representative of the OSF unless otherwise delegated in writing as a member of the ISSF Administrative Council and on any other relevant international governing body boards or committee or similar as required.
- (b) Advise the Executive Committee and Member Federations of any impending meetings of the ISSF or any international governing body together with any items on the Agenda that may have relevance to the interests of those members.
- (c) Such advice shall be given in sufficient time, minimum 21 days, to allow the views of the member organisations to be forwarded to the Executive Committee for guidance.
- (d) Chair Executive Committee Meetings of the OSF.

The **Vice President** representing and familiar with Olympic/ISSF programs and events shall:

- a) Support the President in the delivery of their duties.
- b) Represent the views of the OSF in relation to Olympics/ISSF programs and events at relevant meetings, forums and committees, including deputising for the President on these matters whenever the President is absent or otherwise unable to perform them.
- c) Should a circumstance arise where the President is unable to perform the duties of the position or the President position is vacated the Vice President representing and familiar with Olympic/ISSF programs will assume the role of President until the next GA at which the position will be filled by election by members.

The **Vice President** representing and familiar with Non-Olympic/Non-ISSF programs and events shall:

- a) Support the President in the delivery of their duties.
- b) Represent the views of the OSF in relation to Non-Olympics/Non-ISSF programs and events at relevant meetings, forums and committees, including deputising for the President on these matters whenever the President is absent or otherwise unable to perform them

The Vice Presidents

- a) Either Vice President may be asked to perform the duties of the President whenever the President is absent or otherwise unable to perform them. This will be done through approval of the Executive Committee. When he/she is so acting the nominated Vice President has all the powers of the President.
- b) In the case of the President position being vacated, then the Vice President representing Olympic/ISSF programs will assume the role of President until the next General Assembly.

The **Secretary** shall;

- a) Carry out the duties of secretary and shall administer and manage the Federation in accordance with the Act and this Constitution;

- b) Prepare the Agenda for all Executive Committee and General Assembly's/Meetings;
- c) record and prepare minutes of the proceedings of all Executive Committee Meetings and General Assembly Meetings, and shall use his/her best endeavours to distribute those minutes to NSO's promptly from the date of the meeting; and

The **Treasurer** shall ensure:

- (a) That all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

12.3 **Election of the Executive Committee:**

- (a) The Executive Committee shall be elected at the General Assembly from a list of nominees for the Executive Committee nominated by Members.
- (b) Nominees must be ordinarily resident (as defined in **Rule 12.3 (d)**) in the country or territory in which the nominating Member has jurisdiction.
- (c) Nominations must be approved by the Executive Committee or equivalent body of the nominating Member and if approved, signed by the President or Secretary of the nominating Member and the nominee. The nomination must be received by the Secretary at least thirty (30) days before the General Assembly.
- (d) For the purposes of this rule, "ordinarily resident" means the person is, at the time of the nomination:
 - (i) domiciled in the country or territory; or
 - (ii) living in the country or territory and the place where that person usually lives is and has been for the immediately preceding three (3) years in that country or territory, whether or not that person has on occasion been away from the country or territory during that period.

12.4 **Ineligibility:** The following persons are Ineligible for appointment, or to remain in office, as a Director:

- (a) Under 18 Years: a person who is under the age of 18 years;
- (b) Bankrupt: a person who is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled;
- (c) Charity disqualification: a person who is disqualified from being an officer of a charitable entity;
- (d) Dishonesty Offences: a person who has been convicted of a crime involving dishonesty under a relevant law and has been sentenced for that crime within the last seven (7) years;
- (e) Disqualified Director: a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company or any other incorporated or unincorporated body under any statute;
- (f) Anti-Doping Rule Violation: a person who has been found guilty of an anti-doping rule violation under a WADA compliant anti-doping policy or rules;
- (g) Incapacity: a person who becomes mentally incapable; or
- (h) Other: any person who is otherwise ineligible under any law.

- 12.5 **Matters Not Provided For:** If any situation arises that, in the opinion of the Executive Committee, is not provided for in the Constitution, the Regulations, or the policies or procedures of OSF, the matter will be decided by the Executive Committee.
- 12.6 **Term of Office:** Except as specified in this Constitution, the term of office for all elected Executive Committee Members shall be two (2) years, commencing on the date of the General Assembly at which they are elected and expiring on the date of the next General Assembly. This Rule is subject to **Rule 12.8 (Casual Vacancies)**, **Rule 12.9 (Cessation of Office)** and **Rule 12.10 (Removal of Executive Committee Member)**.
- 12.7 **Casual Vacancy Meaning:** A casual vacancy arises if an Executive Committee Member:
- (a) Is not elected to any vacant elected Executive Committee position at an election;
 - (b) resigns from office prior to the expiry of their term of office;
 - (c) dies;
 - (d) ceases office under **Rule 12.9 (Cessation of Office)** or is removed under **Rule 12.10 (Removal of an Executive Committee Member)**; or
 - (e) is absent from more than two (2) successive meetings unless leave of absence is granted (where such leave is for no more than six (6) months), by the Chairperson or his or her nominee, or in the case of the Chairperson seeking leave, the Executive Committee as a whole.
- 12.8 **Casual Vacancies:** If there is a casual vacancy on the Executive Committees defined in **Rule 12.7 (Casual Vacancy Meaning)** it shall be filled by the Executive Committee from eligible persons. Any person appointed to fill a casual vacancy shall hold office for the remainder of the term of the office they were appointed to. A casual vacancy filled under **Rule 12.7(a)** shall only hold office until the next General Assembly.
- 12.9 **Cessation of Office:** If any of the circumstances listed in **Rules 12.4(b) to 12.4(f)** (inclusive) (**Ineligibility**) occur or are found to have occurred to an existing Executive Committee Member, that Executive Committee Member shall be deemed to have vacated his or her office upon the relevant authority making an order or finding against that Director of any of those circumstances. This Rule does not limit the right to remove an Executive Committee Member under **Rule 12.10 (Removal of Executive Committee Member)**.
- 12.10 **Removal of Executive Committee Member:** In addition to **Rule 12.9 (Cessation of Office)**, and subject to **Rule 12.11 (Procedure)** an Executive Committee Member may be removed from the Executive Committee before the expiration of their term of office by a sub-committee appointed by the Executive Committee (whose members shall be independent of the Executive Committee), if that Executive Committee Member:
- (a) breaches any of the duties in **Rule 13.2 (Duties of Executive Committee Member)**;
 - (b) did not, or is unable to, comply with this Constitution, the Regulations or any standard, resolution, decision or policy, code or rule decided by the General Assembly or the Executive Committee;
 - (c) engaged in Misconduct or acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of OSF; or
 - (d) brought OSF into disrepute.
- 12.11 **Procedure:** Before any decision under **Rule 12.10 (Removal of Executive Committee Member)** is made by the Executive Committee appointed sub-committee, the Executive Committee Member concerned:
- (a) shall be given no less than fourteen (14) Days' written notice by the Executive Committee appointed sub-committee of the proposal to remove them from the Executive Committee ; and,
 - (b) shall have the right to be present, make submissions and be heard by the Executive Committee appointed sub-committee on the proposal to be considered.

12.12 **Executive Committee Appointed Sub-Committee's decision:** A decision to remove an Executive Committee Member, or otherwise, under **Rule 12.10 (Removal of Executive Committee Member)** shall be final and there shall be no right of appeal.

12.13 **Material Personal Interests**

- (a) An Executive Committee Member who has a material personal interest in a matter being considered at an Executive Committee meeting must disclose the nature and extent of that interest to the Executive Committee.
- (b) An Executive Committee Member with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) A general notice that an Executive Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Executive Committee Member and the said matter. After such general notice, it is not necessary for such Executive Committee Member to give a special notice relating to the said matter.
- (d) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by an Executive Committee Member in accordance with this **Rule 12.13**.
- (e) If an Executive Committee Member is unsure whether they have a material personal interest they must raise the issue with the Executive member who will consider and determine whether the Executive Committee Member has a material personal interest or not. If the Executive Member so determines this **Rule 12.13** will apply.

13. Powers & Duties of the Executive Committee

13.1 **Powers of the Executive Committee:** The Executive Committee shall have all the powers of OSF, other than those to be exercised or done at a General Assembly or otherwise as specified in this Constitution, including the power to:

- (a) develop and implement a strategy for OSF together with such plans and policies it considers appropriate to fulfil the Purposes;
- (b) assess and monitor risks to OSF;
- (c) delegate such powers as it considers appropriate from the Board to the Secretary or approved person;
- (d) recommend an auditor for each Financial Year for approval by the Members at a General Assembly;
- (e) establish as it considers appropriate, sub-committees, advisory groups, forums, and other groups, to assist it to carry out its responsibilities, including to fill vacancies of any sub-committees and groups which are established by it;
- (f) set budgets and develop and implement prudent policies to protect and enhance the finances and property of OSF;
- (g) control expenditure and raise funds to fulfil the Purposes;
- (h) open and operate in the name of OSF such bank accounts as it considers necessary;
- (i) appoint and remove persons, including Executive Committee Member, to organisations in which OSF has an interest or interests such as trusts or other entities;

- (j) make, repeal or amend any Regulations in accordance with **Rule 24 (Regulations)**, and any policies and procedures as it thinks appropriate, provided that such Regulations, policies and procedures are not inconsistent with this Constitution;
- (k) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Executive Committee;
- (l) discipline Members as specified under **Rule 27 (Resignation, Suspension & Termination of Membership)**;
- (m) resolve and decide any disputes or matters not provided for in this Constitution; and,
- (n) do all other acts and things which are within the powers and Purposes and which the Executive Committee considers are appropriate.

13.2 Duties of Executive Committee Member: The duties of each Executive Committee Member are to:

- (a) at all times act in good faith and in the best interests of OSF;
- (b) exercise the powers of the Executive Committee for proper purposes;
- (c) act, and ensure OSF acts, in accordance with this Constitution and any Regulations;
- (d) not agree to, nor cause or allow, the activities of OSF to be carried on in a manner likely to create a substantial risk or serious loss to creditors of OSF;
- (e) not agree to OSF incurring any obligations unless the Executive Committee Member believes at that time, on reasonable grounds, that OSF will be able to perform the obligations when it is required to do so;
- (f) exercise the care, diligence and skill that a reasonable Executive Committee Member would exercise in the same circumstances;
- (g) disclose to the Executive Committee the nature and extent of any interest in a transaction or proposed transaction as soon as the Executive Committee becomes aware of the fact that he or she has such interest;
- (h) take such other steps as decided by the Executive Committee in respect of any interest specified in **Rule 13.2(g)**, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- (i) not disclose information that the Executive Committee Member would not otherwise have available other than in his or her capacity as an Executive Committee Member, to any person, or make use of or act on the information except:
 - (i) as agreed by the Executive Committee for the Purposes;
 - (ii) as required by law;
- (j) make reasonable efforts to attend all Executive Committee Meetings and General Assemblies of OSF;
- (k) use their best efforts to consult widely with Members to keep abreast of the issues facing them, provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Executive Committee Members under **Rule 13.2(i)**; and
- (l) participate in an annual review of the Executive Committee's performance.

- 13.3 **Committees:** The Executive Committee may appoint such committees comprised of such persons and with such terms of reference as are required to enable the Executive Committee to meet its obligations under this Constitution and to achieve the Purposes.
- 13.4 **Technical Committees:** The Executive Committee may appoint two Technical Committees. One Technical Committee will be responsible for co-ordinating Olympic/ISSF programs and events and the other will be responsible for co-ordinating Non-Olympic/ISSF programs and events. The Executive Committee will otherwise determine the terms of reference for these Technical Committees.

14. Executive Committee Meetings & Procedures

- 14.1 **Executive Committee Meetings:** The Executive Committee will meet as often as is deemed necessary by the Executive Committee but not less than once a year. Executive Committee meetings may be called on reasonable notice at any time by the President, or his or her nominee, or by any four (4) Executive Committee Members, (which notice shall generally be at least fourteen (14) Days' and not less than one (1) Days' notice depending on the urgency of the meeting).
- 14.2 **Chairperson:** The President shall chair all meetings of the Executive Committee unless he or she is unavailable for any reason in which case the Executive Committee will nominate one of the Vice-Presidents to undertake the chairperson's role during the period of unavailability.
- 14.3 **Meetings using Technology:** Any one (1) or more Executive Committee Members may participate in any meeting of the Executive Committee and vote on any proposed resolution at a meeting of the Executive Committee without being physically present. Executive Committee Meetings may occur by any means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Executive Committee Member and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any one (1) or more Executive Committee Members in this manner at a meeting shall constitute the presence of that Executive Committee Member at that meeting.
- 14.4 **Quorum:** The quorum for an Executive Committee meeting shall be a majority of Executive Committee Members present at all times, including any Executive Committee Members present by means of technology referred to in **Rule 14.3 (Meetings using Technology)**.
- 14.5 **Voting:** Each Executive Committee Member shall have one (1) vote at Executive Committee meetings including the chairperson. If voting is equal the chairperson may exercise a casting vote. Except for resolutions passed outside of an Executive Committee meeting under **Rule 14.6 (Resolutions)**, voting at Executive Committee meetings shall be by voice, or upon request of any Executive Committee Member, by a show of hands or by a ballot. Proxy voting is not allowed at Executive Committee Member meetings.
- 14.6 **Resolutions:** In addition to resolutions approved at meetings of the Executive Committee a resolution in writing, signed or consented to by email, or other form of visible or other electronic communication by five (5) or more Executive Committee Members shall be valid as if it had been passed at a meeting of the Executive Committee. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Executive Committee Members.
- 14.7 **Fees and Expenses:** Executive Committee Members are not entitled to be paid, or otherwise receive fees, from OSF. The Executive Committee may, establish a policy to pay for the reasonable expenses incurred by Executive Committee Members in the legitimate conduct of OSF's business. Such policy must comply with **Rule 20 (Application of Income)**.

PART IV – GENERAL ASSEMBLIES

15. Meetings of Members

- 15.1 **General Assembly Meetings:** OSF must hold a GA every year within four (4) months of the end of the Financial Year at a date, time and venue decided by the Executive Committee. AGA must not be held later than fourteen (14) months after the previous GA.

- 15.2 **SGAs:** Any other General Assemblies of the Members shall be Special General Assemblies.
- 15.3 **Method of General Assembly:** A General Assembly shall be held as follows:
- (a) by a number of Members (represented by their Delegates) which constitute a quorum as set out in **Rule 15.13(Quorum)** being present in person at the place, date and time appointed for the meeting; or
 - (b) the GA held each second year shall include the election of Executive Committee members the GA held each alternate year shall not include the election of Executive Committee members.
- 15.4 **Notice of GA:** The Secretary must give at least sixty (60) Days' written notice of a GA to all Executive Committee Members and all Members. This notice may be given by any normal means of communications including electronic mail and may also be made public by posting on the OSF website. The notice shall set out:
- (a) the date, time and venue and/or the manner in which the GA is to be held;
 - (b) the date and time by which notification of any Members attending the GA must be received by the Secretary;
 - (c) the closing date(s) for:
 - (i) proposed motions (including alterations to the Constitution);
 - (ii) any other items of business containing recommendations to the Executive Committee to be submitted to the Secretary;
 - (iii) Members shall advise the Secretary in writing at least fourteen (14) days prior to the GA of the names of the Member's official delegates to the GA
- 15.5 **Items of GA Business:** Not less than forty-five (45) Days before the date set for the GA, any proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Secretary from Members and/or the Executive Committee.
- 15.6 **Business of GA:** The following business shall be discussed at each GA:
- (a) presentation of the Report by the President for the preceding Financial Year;
 - (b) presentation and approval of the audited Financial Statements for the preceding Financial Year including a report from the Auditor;
 - (c) approval of the Auditor for the next two (2) Financial Years;
 - (d) any motion(s) proposing to alter this Constitution; and,
 - (e) any other items of business that have been properly submitted for consideration at the GA. Unless this Constitution specifies otherwise, such items of business may only be recommendatory to the Executive Committee.
- 15.7 **GA Agenda:** An agenda shall be sent by the Secretary to the Executive Committee and all Members by no later than twenty-one (21) Days before the date of the GA setting out the business to be discussed at the GA (as set out in **Rule 15.6 – Business of GA**), together with:
- (a) the Annual Report for the preceding Financial Year;
 - (b) the audited Financial Statements for the preceding Year.

Additional items of business not listed on the agenda cannot be voted on but may be discussed ONLY by unanimous agreement of the Members at the meeting.

- 15.8 **SGA:** The Secretary must call an SGA upon a written request (which must state the purpose for which the SGA is requested including any proposed motion(s)) from the President, the Executive Committee or from 25% of Members who are currently financial.
- 15.9 **Notice of SGA:** Not less than thirty (30) Days' written notice must be given by the Secretary to all Executive Committee Members and all the Members for an SGA, which notice must only deal with the business for which the SGA is requested and shall include:
- (a) the date, time and venue and/or the manner in which the meeting is to be held (as decided by the Executive Committee);
 - (b) the proposed motion or motions that have been properly submitted for consideration.
- 15.10 **Minutes:** Minutes shall be kept of all GA's and SGA's and made available upon request by any Member.
- 15.11 **Errors:** Any irregularity, error or omission in notices, agendas and papers for a General Assembly or the omission to give notice within the required time frame or the omission to give notice as specified in **Rules 15.4 (Notice of GA), 15.6 (Business of GA), 15.7 (GA Agenda) and 15.9 (Notice of SGA)** and/or any other error in the organisation of the meeting shall not invalidate the meeting nor any business conducted at the meeting nor prevent the meeting from considering the business of the meeting.
- 15.12 **Delegate:** Each Member may by resolution of its own governing body appoint and authorise a person or persons to attend, act and vote as its delegate(s) at any GA. Such person must be a current member of the Member's governing body however described and must be ordinarily resident (as defined in **Rule 14.3(e)**) in the country or territory appointing them. Members shall advise the Secretary in writing at least fourteen (14) days prior to the GA of the names of the Member's official delegates to the GA. Such person shall be entitled to exercise the powers of the Member appointing them at General Assemblies.
- 15.13 **Quorum:** No business shall be transacted at any General Assembly unless a quorum is physically present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Assembly shall be no less than 50% of full Members who are currently financial represented by their Delegate appointed under **Rule 14.12 (Delegate)**. The presence of a Member by means of electronic communication to attend the meeting, shall not be counted towards quorum. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Assembly, then the General Assembly shall be adjourned to such other Day (being not less than seven (7) Days following the adjournment), time and place as decided by the Executive Committee. If no quorum is obtained at this second General Assembly, then the Members represented by their Delegate physically present at such second General Assembly are deemed to constitute a valid quorum for that meeting only.
- 15.14 **Chairperson:** The President shall chair all General Assemblies unless he or she is unavailable for any reason in which case one of the Vice-President's will be appointed by the Executive Committee to undertake the chairperson's role during the period of unavailability.
- 15.15 **Attendees:** In addition to the Executive Committee Members and the Members' Delegates such other persons as are invited to attend may attend and observe a General Assembly. Such other persons may be asked by the chairperson to leave the meeting at any time during the meeting.
- 15.16 **GA Costs:** Unless otherwise determined by the Executive Committee and subject always to budget the costs of attending General Assemblies shall be borne by Members.

16. Voting at General Assemblies

- 16.1 **Voting Entitlement:** Subject to **Rule 28.2 (Default in Payments)** each Full Members entitled to two (2) votes on each motion at a General Assembly. Such vote will be cast by the Member's Delegate (**Rule 15.12**). Honorary Members are not entitled to vote at General Assemblies.
- 16.2 **Casting Vote:** If voting is equal at a General Assembly the chairperson may exercise a casting vote (unless the resolution directly involves the chairperson in which case the Executive Committee shall unanimously agree on another Executive Committee Member who may exercise the casting vote).

- 16.3 **Method of Voting:** Voting at General Assemblies may be conducted by voices, show of hands, ballot or secret ballot if requested by three (3) Members present at the meeting and approved by Ordinary Resolution at the meeting. Each Member who is entitled to vote, may exercise its vote in person through its appointed Delegate (**Rule 15.12**) at the General Assembly.
- 16.4 **Proxy Voting:** Proxy voting or electronic voting is not permitted at General Assemblies.
- 16.5 **Counting Votes:** For each General Assembly and any Urgent Resolution (under **Rule 17**) the Members shall appoint independent returning officer(s) and scrutineer(s) who shall:
- (a) in relation to each motion to be voted on at the meeting, count the total number of valid votes cast, and
 - (b) decide whether the motion is carried, lost or if voting is equal (in accordance with the requisite majority under this Constitution) and inform the chairperson, or his or her nominee, accordingly.
- 16.6 **Resolutions:** An Ordinary Resolution at a General Assembly shall be sufficient to pass a resolution except as specified otherwise in this Constitution.
- 16.7 **Chairperson's Declaration:** The chairperson, or his or her nominee, shall declare the result of the vote once voting is complete. The chairperson's declaration of the result will be conclusive.

17. Urgent Resolutions of Members

- 17.1 In addition to resolutions of Members made at General Assemblies, the Members may approve Urgent Resolutions outside of a General Assembly, if:
- (a) the resolution is, in the Executive Committee's opinion, urgent in that it needs to be decided within thirty (30) Days;
 - (b) the resolution is proposed by the Executive Committee;
 - (c) all Members are given no less than seven (7) Days' notice of the proposed resolution;
 - (d) the minimum number of Members who must participate in voting on the proposed resolution shall be the same as for the quorum for a General Assembly under **Rule 15.13 (Quorum)**; and
 - (e) the resolution is carried if passed by an Ordinary Resolution, unless the resolution proposes alterations to this Constitution (under **Rule 22**) or to dissolve or liquidate OSF (under **Rule 24**), in which case a Special Resolution is required.

PART V – FINANCIAL MATTERS

18. Financial Year

- 18.1 The Financial Year of OSF shall commence on 1 July and end on 30 June of the following year, or such other period as may be decided by the Executive Committee from time to time.

19. General Assembly Report and Financial Statements

- 19.1 **General Assembly Report:** The Secretary shall prepare a Report for presentation to the GA.
- 19.2 **Financial Statements:** In addition, the Treasurer shall produce audited Annual Financial Statements for the preceding Financial Year to the GA for approval, which shall be audited by an Auditor.
- 19.3 **Auditor:** The Auditor will be appointed at each General Assembly for the next two (2) Financial Years. Unless determined otherwise by the Executive Committee the Auditor shall conduct an audit in compliance with applicable auditing and assurance standards every year. Should the appointed Auditor resign during the Financial Year, the Executive Committee shall appoint a replacement Auditor for that Financial Year.

20. Application of Income

- 20.1 **Purposes only:** The income and property of OSF shall be applied solely towards the promotion of the Purposes.
- 20.2 **Limitations:** Except as provided in this Constitution no:
- (a) portion of the income or property of OSF shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Executive Committee Member; and,
 - (b) remuneration or other benefit in money or money's worth shall be paid or given by OSF to any Member or Executive Committee Member.
- 20.3 **Exceptions:** Nothing in **Rule 20.2** prevents payment, in good faith of, or to any, Member or Executive Committee Member for any of the following:
- (a) any services actually rendered to OSF whether as an employee or otherwise; or,
 - (b) products supplied to OSF in the ordinary and usual course of operation; or,
 - (c) interest on money borrowed from any Member or Executive Committee Member; or
 - (d) rent for premises demised or let by any Member or Executive Committee Member to OSF; or
 - (e) any remuneration, fees, honorarium or reimbursement for out-of-pocket expenses incurred by the Member or Executive Committee Member on behalf of OSF for any other reason.

Any payment made under **Rule 20.3(a)-(e)** must not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

PART VI – OTHER MATTERS

21. Common Seal

- 21.1 **Common Seal:** OSF may have a common seal.
- 21.2 **Use and custody:** If OSF has a common seal the Executive Committee shall decide when and by whom the common seal is to be used and shall make provision for its safe custody.

22. Alteration to the Constitution

- 22.1 **Alteration:** Subject to **Rule 223.2**, this Constitution may only be amended, added to or repealed by Special Resolution at a General Assembly.
- 22.2 **Notice:** Notice of an intention to alter this Constitution must be given to the Secretary by a Member or the Executive Committee, no later than sixty (60) Days prior to a General Assembly.

23. Regulations

- 23.1 **Regulations:** The Executive Committee may decide and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Purposes.
- 23.2 **Binding on Members:** All Regulations shall be binding on OSF, Executive Committee and the Members.
- 23.3 **Notification:** All Regulations and any amendments to the Regulations shall be notified to all Members as approved by the Executive Committee.
- 23.4 **Precedence:** To the extent of any inconsistency between any Regulations and this Constitution, this Constitution shall prevail.

24. Liquidation or Dissolution

- 24.1 **Liquidation or dissolution:** OSF may be either:
- (a) dissolved in accordance with any relevant law; or
 - (b) placed into voluntary liquidation in accordance with **Rule 24.2**.
- 24.2 **Voluntary liquidation:** OSF may be placed into voluntarily liquidation if a Special Resolution is passed at a Special General Assembly to appoint a liquidator.
- 24.3 **Surplus Assets:** Any surplus assets of OSF either on liquidation or dissolution, after payment of all costs, debts, and liabilities, shall be disposed of by distributing, giving or transferring them to ISSF or some other organisation which has objects similar to the Purposes.
- 24.4 **Recipients:** The body or bodies in **Rule 24.3** shall be decided by the Members in a Special General Assembly at or before the time of dissolution or liquidation. If the Members are unable to decide, the body or bodies shall be decided by the liquidator (in the case of liquidation) or ISSF.

25. Indemnity and Insurance

- 25.1 **Indemnity:** Each Executive Committee Member, employee and volunteer of OSF ("**Indemnified Party**") is:
- (a) indemnified by OSF from and against all losses and expenses incurred by the Indemnified Party or in or about the discharge of the Indemnified Party's duties; and
 - (b) is not liable for the acts or omissions of any other person being an Executive Committee Member, employee or volunteer, or for joining in any act or receipt or for any act of conformity or for any loss happening to OSF;
- unless due to the Indemnified Party's own wilful default.
- 25.2 **Insurance:** OSF shall, with the prior approval of the Executive Committee, effect insurance for all Executive Committee Members and other officers of OSF in respect of:
- (a) Liability (not being criminal liability) for any act or omission in his or her capacity as an Executive Committee Member or officer;
 - (b) Costs incurred by that Executive Committee Member or officer in defending or settling any claim or proceeding relating to any such liability; and,
 - (c) Costs incurred by that Executive Committee Member or officer in defending any criminal proceedings:
 - (i) that have been brought against the Executive Committee Member or officer in relation to any act or omission in its capacity as an Executive Committee Member or officer; and
 - (ii) in which he or she is acquitted.

26. Disputes and Matters Not Provided For

- 26.1 **Executive Committee resolution:** Subject to **Rule 26.2**, if any dispute arises out of the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter shall be referred in writing to the Executive Committee, whose decision shall be final and binding.
- 26.2 **Dispute resolution:** If the dispute or matter in **Rule 26.1** is between the Executive Committee and a Member, or between any one (1) or more Executive Committee Members or between any one (1) or more Members ("**the parties**"), the dispute or matter shall be resolved by the following process:

- (a) by the parties acting in good faith to seek an agreement; or
- (b) failing agreement in **Rule 26.2(a)**, by the parties appointing by agreement an independent third person to mediate between them; or,
- (c) failing agreement to mediate or agreement at mediation, by arbitration by the Court of Arbitration for Sport in accordance with its Code of Sports-Related Arbitration (Code). Such arbitration shall be heard and decided by a single arbitrator. The procedure for the arbitration shall as per the Code. The decision of the arbitrator shall be final and binding.

27. Resignation, Suspension & Termination of Membership

- 27.1 **Resignation of Membership:** Any Member that is not in default of any payments as specified in **Rule 27.2 (Default in Payments)**, may resign their membership of OSF by giving not less than thirty (30) Days' written notice to OSF.
- 27.2 **Default in Payments:** A Member shall not be entitled to any of its entitlements as described in **Rule 7 (Member)** if it is in default of its fee payment obligations. In particular the Member shall have no right to attend, speak or vote at a General Assembly. A Member shall also have its membership of OSF terminated if any payments to OSF are due and outstanding for 12 months. Before such termination can occur the Executive Committee must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than thirty (30)Days from the date of the demand. If payment is not received by the due date, the membership shall be automatically terminated. There is no right of appeal in respect to rights of suspension of membership termination under this **Rule 27.2**.
- 27.3 **Other Grounds:** In addition to **Rule 27.2 (Default in Payments)**, and subject to **Rule 27.5 (Procedure)**, a Member may be suspended from membership (with or without conditions including as to time of suspension), terminated from membership (with or without conditions including as to time of ineligibility to reapply), and liable to such other penalty as reasonably decided by the Executive Committee (or a sub-committee of the Executive Committee appointed for that purpose), if the Executive Committee, (or the appointed sub-committee), after reasonable enquiry, considers that the Member:
- (a) breaches or fails to comply with this Constitution, the Regulations or any standard, resolution, decision or policy, code or rule decided by the Executive Committee and approved by the General Assembly;
 - (b) engaged in Misconduct or acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of OSF including but not only impeding friendly relations among Members or which prejudices Members' participation in OSF events; or
 - (c) brought OSF, or any officer, employee, Shooting Sports or other Member of OSF into disrepute.
- 27.4 **Automatic termination:** Where the Member:
- (a) is liquidated or is deregistered or dissolved (for whatever reason);
 - (b) is no longer recognised as the governing Shooting body in its country or territory or otherwise does not continue to meet any part of the criteria for membership set out in **Rule 7.1 (Member)**;
 - (c) has been suspended or expelled from membership of ISSF or their NOC; or,
 - (d) the Member's NOC has been suspended or expelled from the IOC and/or ONOC;
- the membership of that Member shall be immediately terminated. There is no right of appeal in respect to membership termination under this **Rule 27.4**.
- 27.5 **Procedure:** Before any decision under **Rule 27.3 (Other Grounds)** is made, the Member concerned:
- (a) shall be given no less than thirty (30) Days' written notice by the Executive Committee (or the appointed sub-committee of the Executive Committee), of the proposal to suspend their membership; or,

- (b) shall be given thirty (30) Days' written notice by the Executive Committee (or the appointed sub-committee of the Executive Committee) of the proposal to terminate their membership, or to impose any other sanction or penalty; and
- (c) under either **Rule 27.5(a)** or **(b)** above, have the right to be present, make submissions and be heard at an Executive Committee (or the appointed sub-committee of the Executive Committee) meeting in which the matter is to be considered.

27.6 **Provisional Suspension:** Notwithstanding anything in this Constitution, the Executive Committee may:

- (a) if the circumstances of a particular matter require; and
- (b) acting reasonably and in good faith;

impose a provisional suspension on any Member pending the matter being investigated and proceeding in accordance with this Constitution.

27.7 **Executive Committee decisions:** A decision under **Rule 27.3 (Other Grounds)** shall be final and there is no right of appeal.

27.8 **Consequences of Termination of Membership:** Where any Member ceases to be a Member of OSF, that entity shall forfeit all rights in, and claims upon, OSF and its property, and shall not use any OSF property including Intellectual Property. Furthermore, any licence, agreement, consent or other arrangement between the Member and OSF in place immediately prior to the Member ceasing to be a Member shall automatically terminate, be revoked and/or cease to have any effect on and from the date that the Member ceases to be a Member. That Member shall also not be entitled to any other rights, entitlements or privileges to which he or she would otherwise have been entitled. These consequences, and those set out in this Constitution and the Regulations, shall survive the termination of such membership. The date of termination of a Member's membership shall be recorded in Register of Members (**Rule 11**).

27.9 **Re-admission:**

- (a) Any former Member which has applied for re-admission to Membership may, when it has fulfilled the requirements set out below, be re-admitted as a Member at the discretion of OSF if a Resolution of the OSF in General Assembly that effect is carried by Special Resolution.
- (b) **Rule 7.2 (Acceptance)** dealing with new applications for membership applies to any application for re-admission.
- (c) It shall be a condition precedent to any such re-admission to Membership that the association concerned shall:
 - (i) have complied with all conditions set by OSF governing its readmission; and
 - (ii) unless waived in accordance with **Rule 27.9(d)**, make the following payments:
 - (A) any fees in arrears up to the date when the relevant association ceased to be a Member;
 - (B) the Memberships Fee for the year/s of re-admission;
 - (C) in the case of a Member terminated under **Rules 27.3 (Other Grounds)** or **27.4 (Automatic Termination)**, a penalty in the amount equal to the current Membership Fee subscription plus any outstanding fees due to the OSF.
- (d) The Executive Committee may in exceptional circumstances, recommend for General Assembly approval, that payment of any or all of the sums mentioned in **Rule 27.9(c)(ii)** be waived.

PART VIII – DEFINITIONS

28. Definitions

The words and phrases used in this Constitution shall mean as follows:

GA means the General Assembly of OSFas described in **Rule 16.1**.

Membership Fee means the fee payable by Members as described in **Rule 9.1 (Membership Fee)**.

Financial Statements means the annual financial statements including a statement of financial position and an income and expenditure statement for the preceding Financial Year.

Report means a report presented by the President at the GA of the activities of OSF in the preceding Financial Years

Auditor means a person, independent of OSF, who is a qualified auditor under relevant law.

Executive Committee means the Executive Committee of OSF as described in **Rule 12**.

Constitution means this constitution.

Day means any day of the week (including Saturday, Sunday, and a public holiday). Where any action is required to be done by a specified time (such as thirty (30) Days) this means clear days, so it is to be calculated by excluding the date of the notice (or other relevant action) and the date of the meeting (or other relevant activity).

Delegate means that person appointed by each Member under **Rule 15.12 (Delegates)**.

Executive Committee Member means a person appointed as a member of the Executive Committee under this Constitution

Financial Year means the financial year of OSF as described in **Rule 18.1**.

Member means a Member as described in **Rule 7**.

General Assembly means a GA or an SGA. The General Assembly shall meet at intervals not exceeding two years, normally at the venue of the Regional Championships, held in accordance with **clause 15**.

Honorary Member means a Member as described in **Rule 8**.

Ineligible has the meaning given to it in **Rule 12.4 (Ineligibility)**.

Intellectual Property means all patents, trademarks (whether registered or unregistered including but not limited to the Trade Marks), trade names, designs, domain names and all rights and property associated with such domain names (including but not limited to any related URLs), social media accounts, trade secrets, inventions, formulae, models, plans, licences, know-how, databases, technical information, discoveries, ideas, underlying or proprietary data, research, results, reports, drawings, techniques, specifications, standards, methods, manuals, get-up, rights in computer software, copyright in works and all rights or forms of protection of a similar nature, whether or not registered, throughout the world, and (where applicable) the right, and any application, to register any of these rights.

ISSF means the International Shooting Sports Federation.

Members means the members of OSF as described in **Rule 6**.

Misconduct means conduct which is prohibited as set out in the Regulations.

National Olympic Committee (NOC) means such entity as is recognised as such by the International Olympic Committee.

National Shooting Organisation (NSO) means the National Shooting Organisation recognised by a Country's National Olympic Committee or Federal Government as the recognised national sporting organisation for the sport of shooting.

Non-ISSF means international shooting sports federations other than ISSF.

Oceania means Oceania area shall be defined as those groups of islands within the ambit of the South Pacific Commission (ref. Canberra Survey vol.22, No.12), and presently being Australia, New Zealand, Papua New Guinea, Samoa, Nauru, Tonga, Cook Islands, Norfolk Island, American Samoa, Micronesia, New Caledonia, French Polynesia (Tahiti), Solomon Islands, Kiribati, Fiji, Vanuatu and Tuvalu.

Ordinary Resolution means a resolution passed by a majority of all the votes properly cast by Members.

Purposes means the purposes of OSF described in **Rule 4**.

Regional Association means an entity described in clause 7 of the ISSF Constitution.

Register means the register of Members specified in **Rule 11**.

Regulations means any regulations decided by the Board under **Rule 23**.

Rule means a rule of this Constitution.

SGA means a Special General Assembly of OSF described in **Rule 15.8**.

Special Resolution means a resolution passed by two-thirds (2/3rds) of all the votes properly cast by Members.

Urgent Resolution means a resolution of the Members made in accordance with **Rule 17**.

28.1 Construction: In this Constitution:

- (a) a gender includes all other genders;
- (b) the singular includes the plural and vice-versa;
- (c) any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- (d) any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- (e) a reference to persons includes an individual, company, corporation, partnership, firm, joint venture, association, trust, institution, governmental or other regulatory body, authority or entity, other body corporate, unincorporated body of persons; in each case whether or not incorporated (unless specified otherwise);
- (f) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a majority means a simple majority unless expressly specified otherwise;
- (h) headings, footnotes and the contents page are for reference only and are to be ignored in construing this Constitution; and
- (i) unless the Constitution or Regulations specify otherwise, any notice or notification to be given under this Constitution or the Regulations by a person ("**notifying party**") will be sufficiently given to the party to whom the notice is required to be sent ("**receiving party**") if it is given in writing and signed or authorised

by an authorised person of the notifying party and delivered to the receiving party, by one of the following means:

- (i) by post to the last known address of the receiving party;
- (ii) by personal delivery, including by courier, to the published or last known physical address of the receiving party;

by electronic mail, to the published or last known address of the receiving party.

Appendix 1

OCEANIA SHOOTING FEDERATION CONSTITUTION

Current (financial nation) members of the Oceania Shooting Federation at the time of adoption of this Constitution include:

Australia
Fiji
French Polynesia (Tahiti)
New Zealand
Norfolk Island
Papua New Guinea
Samoa

Non-member nations that may apply for admission/readmission under the conditions of this Constitution include:

American Samoa
Cook Islands
Guam
Kiribati
Micronesia
Nauru
New Caledonia
Niue
Solomon Islands
Tonga
Tuvalu
Vanuatu